KUNTZ THORNTON A JR

Form 4 April 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

OMB APPROVAL

burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

KUNTZ THORNTON A JR

MATRIA HEALTHCARE INC [MATR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify below)

1850 PARKWAY PLACE

(Month/Day/Year) 04/13/2007

Symbol

SVP and CAO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARIETTA, GA 30067

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned Ownership (D) or Following Indirect (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Price

Common Stock (1)

04/13/2007

90

22.41

(A)

(D)

17,712

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KUNTZ THORNTON A JR - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 17.83	10/20/1997		J	6,470	04/01/2000	10/20/2007	Common Stock	6,470
Option (right to buy)	\$ 14.33	02/23/2000		J	6,047	02/23/2004	02/23/2010	Common Stock	6,047
Option (right to buy)	\$ 12.61	07/24/2001		J	4,500	07/24/2005	07/24/2011	Common Stock	4,500
Option (right to buy)	\$ 12.37	02/19/2002		J	4,286	02/19/2006	02/19/2012	Common Stock	4,286
Option (right to buy) (2)	\$ 5.84	03/12/2003		J	5,583	03/12/2008	03/12/2013	Common Stock	5,583
Option (right to buy) (3)	\$ 13.58	12/18/2003		J	21,723	12/18/2008	12/18/2013	Common Stock	21,723
Option (right to buy) (4)	\$ 16.79	08/11/2004		J	9,000	06/08/2010	08/11/2014	Common Stock	9,000
Option (right to buy) (5)	\$ 29.97	06/08/2005		J	7,500	06/08/2010	06/08/2015	Common Stock	7,500
Option (right to buy) (6)	\$ 34.67	11/08/2005		J	15,000	11/08/2008	11/08/2015	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KUNTZ THORNTON A JR			SVP			
1850 PARKWAY PLACE			and			

Reporting Owners 2

MARIETTA, GA 30067

CAO

Signatures

Roberta L. McCaw, Attorney-in-Fact for Thornton A. Kuntz

04/16/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Purchased pursuant to Employee Stock Purchase Plan for quarter ended 03/31/2007.
- (2) Granted on 03/12/2003 and vests 20% per annum thereafter.
- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 06/08/2005 and vests 20% per annum thereafter.
- (6) Granted on 11/08/2005 and vests 33 1/3% per annum thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3